



UNITED STATES ENVIRONMENTAL PROTECTION AGENCY
REGION 2
290 BROADWAY
NEW YORK, NY 10007-1866

April 28, 2014

Via Return Receipt

Kathryn Kilgore
Director Asset Management
Industrial Income Trust
301 Route 17 North, Suite 406
Rutherford, New Jersey 07070

Re: Access to the former Givaudan Roure Corporation property located at 125 Delawanna Avenue, Clifton, New Jersey on Block 73-3, Lots 2.01, 102, and 104 for remedial investigation work related to the Diamond Alkali Superfund Site

Dear Ms. Kilgore:

The United States Environmental Protection Agency ("EPA") is engaged in the clean-up of the Lower Passaic River as part of the Diamond Alkali Superfund Site ("Site") located in Newark, New Jersey pursuant to the Comprehensive Environmental Response, Compensation, and Liability Act, known as CERCLA. Information regarding the Site can be found at the following website: <http://www.epa.gov/region2/superfund/npl/diamondalkali/>. As part of this clean-up effort, EPA is investigating whether compounds that may be linked with historic operations of the Givaudan Roure Corporation ("Givaudan"), conducted at 125 Delawanna Avenue, Clifton, New Jersey on Block 73-3, Lots 2.01, 102, are present in the Passaic River. It is our understanding that Industrial Income Trust is the current property owner of the majority of this property, while Givaudan retains ownership of the enclosed area that is the containment cell for certain contaminated soil excavated from other portions of the property as part of Givaudan's cleanup of the property.

EPA has approached Givaudan seeking access to the containment cell to collect several core samples. Givaudan is cooperating with EPA but also has informed EPA that to gain access to the containment cell it is necessary to traverse property owned by Industrial Income Trust.

EPA anticipates that the sampling effort will take no more than two days. Generally, we anticipate that the samples will be collected by installing borings through the concrete top of the containment cell and then closing up the openings. We will provide advance notice prior to entry on the property and attempt to minimize any inconvenience. A site map is enclosed showing the location of Givaudan's containment cell.

Enclosed for signature by an authorized representative of Industrial Income Trust is a Consent for Access to Property form. Please return the signed original form to me, and I will provide Industrial Income Trust with a copy.

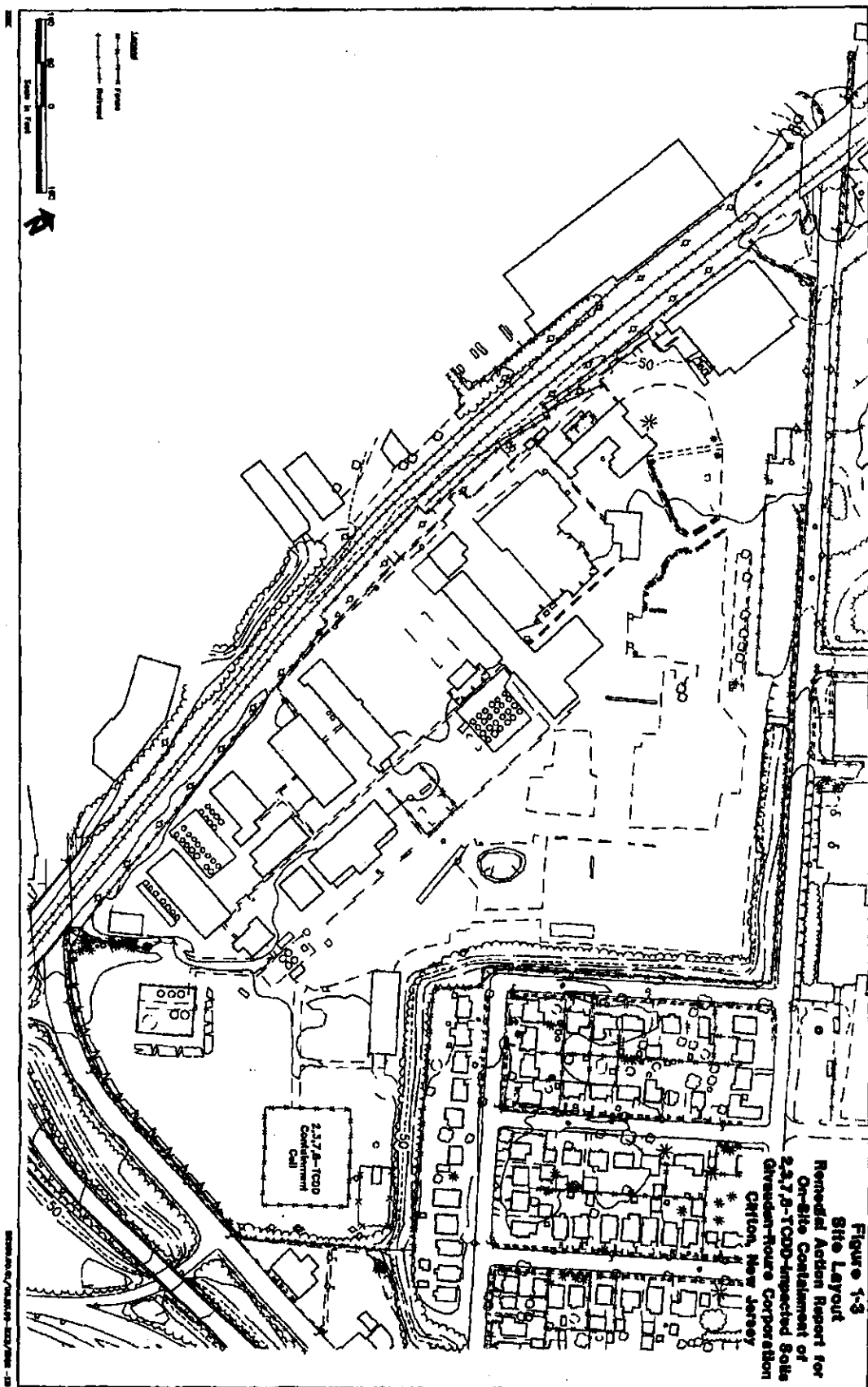
Please do not hesitate to contact me with any questions. I can be reached by telephone at (212) 637-3122 or via electronic mail at Raut.Leena@epa.gov.

Sincerely,

A handwritten signature in black ink, appearing to read "Leena Raut". The signature is fluid and cursive, with a large initial "L" and "R".

Leena Raut
Assistant Regional Counsel

Enclosures



CONSENT FOR ACCESS TO PROPERTY

Property Owner: Industrial Income Trust

Address of Property: 125 Delawanna Avenue, Clifton, New Jersey having the legal description of Block 73-3, Lots 2.01, 102, and 104

Industrial Income Trust ("IIT") is the owner of the Property described above. IIT understands that the United States Environmental Protection Agency ("EPA") is conducting an investigation of the nature and extent of contamination in the Lower Passaic River Study Area of the Diamond Alkali Superfund Site, pursuant to its responsibilities under the Superfund law, also known as the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended ("CERCLA"), 42 U.S.C. §§ 9601-9675.

IIT hereby consents to allow officers, employees and authorized representatives of EPA to enter and have access to its Property to perform the following activities:

- **access across the Property to the containment cell owned and operated by Givaudan Roure Corporation (the "Cell");**
- **collecting samples within the Cell, and thereafter closing and restoring the Cell; and**
- **conducting measures necessary to restrict access to work areas.**

IIT recognizes that the performance of such actions may require some disturbance to the Property and that: EPA will minimize any disturbance and disruption to the maximum extent practicable; areas disturbed by EPA will be restored to their prior condition by EPA to the maximum extent practicable, at the completion of the work; and at the completion of the work, all investigation-derived waste will be removed from the Property.

IIT understands that EPA requires its contractors to maintain comprehensive vehicle liability insurance and comprehensive general liability insurance for loss or damage arising from the activities of its contractors.

IIT understands and agrees that the above-mentioned authorized representatives may enter upon its Property at reasonable times as scheduled through a designated authorized agent, representative or contractor, to the extent practicable, at least (5) five business days prior to any such entry. This pre-notification requirement excludes emergencies.

This written permission is given by IIT voluntarily and without threats or promises of any kind. By my signature, I, on behalf of IIT, acknowledge that I am fully authorized to grant such access.

By: _____

Name and Title

Date

Authorized representative of Industrial Income Trust